

**UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

SHANE BUCHANS, individually and on)	
behalf of all others similarly situated,)	C.A. No. 1:17-cv-263-TSE-JFA
)	
Plaintiff,)	
)	
v.)	
)	
CEB, INC., THOMAS L. MONAHAN, III,)	
GREGOR S. BAILAR, STEPHEN M.)	
CARTER, GORDON J. COBURN,)	
KATHLEEN A. CORBET, L. KEVIN)	
COX, DANIEL O. LEEMON, STACEY S.)	
RAUCH, JEFFREY R. TARR, and)	
GARTNER, INC.,)	
)	
Defendants.)	
)	

**STIPULATION AND [PROPOSED] ORDER CONCERNING PLAINTIFF'S
VOLUNTARY DISMISSAL OF THE ABOVE ACTION WITH PREJUDICE AND
PLAINTIFF'S COUNSEL'S ANTICIPATED APPLICATION FOR AN AWARD OF
ATTORNEYS' FEES AND EXPENSES**

WHEREAS, on January 5, 2017, CEB, Inc. ("CEB" or the "Company") and Gartner, Inc. ("Gartner") announced that they had entered into an Agreement and Plan of Merger pursuant to which Gartner would acquire all of the outstanding shares of CEB in exchange for \$54.00 in cash and 0.2284 shares of Gartner common stock per CEB share (the "Proposed Transaction");

WHEREAS, on February 6, 2017, Gartner filed a Form S-4 Registration Statement (the "Registration Statement") with the SEC. Among other things, the Registration Statement (i) summarized the Merger Agreement, (ii) provided an account of the events leading up to the execution of the Merger Agreement, (iii) stated that the CEB's Board of Directors determined that the Proposed Transaction was in the best interests of CEB's stockholders and recommended the

Proposed Transaction, and (iv) summarized the valuation analyses and fairness opinion by the financial advisor to CEB;

WHEREAS, on March 7, 2017, CEB filed its Definitive Proxy Statement (the “Proxy Statement”) with the SEC in support of the above Proposed Transaction;

WHEREAS, on March 7, 2017, plaintiff Shane BuChans (“Plaintiff BuChans”) filed a purported class action lawsuit in the United States District Court for the Eastern District of Virginia, on behalf of himself and other public stockholders of CEB, challenging the adequacy of the disclosures made in the Registration Statement and Proxy Statement, captioned: *BuChans v. CEB, Inc., et al.*, Case No. 17-cv-263 (the “Action”);

WHEREAS, the Complaint alleged, among other things, that Defendants CEB, Inc., Thomas L. Monahan, III, Gregor S. Bailar, Stephen M. Carter, Gordon J. Coburn, Kathleen A. Corbet, L. Kevin Cox, Daniel O. Leemon, Stacey S. Rauch, Jeffrey R. Tarr, and Gartner, Inc. (collectively, the “Defendants”) committed disclosure violations under Sections 14(a) and 20(a) of the Securities and Exchange Act of 1934 (the “Exchange Act”), and Rule 14a-9 promulgated thereunder;

WHEREAS, counsel for the parties engaged in arm’s-length negotiations to attempt to resolve the claims raised in the Complaint;

WHEREAS, on March 22, 2017, the parties agreed on a draft of supplemental disclosures related to the Proposed Transaction (the “Supplemental Disclosures”), which Plaintiff believes address and moot his claims regarding the sufficiency of the disclosures in the Proxy Statement;

WHEREAS, Defendants filed a supplement to the Proxy Statement that included the Supplemental Disclosures on March 24, 2017;

WHEREAS, on April 4, 2017, the CEB stockholders met and voted to approve the Proposed Transaction;

WHEREAS, Plaintiff's Counsel believes they may assert a claim for a fee in connection with the prosecution of the Action and the issuance of the Supplemental Disclosures, and have informed Defendants of their intention to petition the Court for such a fee if their claim cannot be resolved through negotiations between counsel for Plaintiff and Defendants (the "Fee Application");

WHEREAS, all of the Defendants in the Action reserve all rights, arguments and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or her attorneys, and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application or award; and

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious.

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties:

1. Plaintiff hereby voluntarily dismisses the Action pursuant to Fed. R. Civ. P. 41(a)(1), and all claims asserted therein are dismissed with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice;

2. This Court retains jurisdiction over the Action solely for purpose of any potential further proceedings related to Plaintiff's Counsel's Fee Application, if such Fee Application becomes necessary;

3. This Stipulation is not intended to, and shall not, waive or prejudice any right or argument that may be asserted or presented by Plaintiff or Defendants in support of or in opposition to any claim by Plaintiff for attorneys' fees and expenses.

IT IS SO STIPULATED

Respectfully submitted this 4th day of April, 2017

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Attorneys for Defendant Gartner, Inc.

SO ORDERED this April 5th ~~day~~, 2017



T. S. Ellis, III
United States District Judge